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LISTING STATEMENT No. 2224

LISTED JANUARY 13, 1966

784,200 Participating Class "A" shares of \$1 par value each, of which 98,450 are subject to issuance.
 Ticker abbreviation "CPTA"
 Dial ticker number 2146
 Post section 10

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

COUVRETTE & PROVOST LTÉE

Incorporated under the Quebec Companies Act by
 Letters Patent dated November 14, 1961

CAPITALIZATION AS AT SEPTEMBER 15, 1965
 (on a consolidated basis)

	AUTHORIZED	ISSUED AND OUTSTANDING	TO BE LISTED
SHARE CAPITAL			
Participating class "A" shares of the par value of \$1.00 each	1,250,000	685,750*	784,200
Class "B" shares of the par value of \$0.20 each	500,000	500,000	—
LONG TERM DEBT			
6½ % First Mortgage Sinking Fund Bonds, maturing Nov. 15, 1971	\$ 600,000	\$ 474,500	—
6% General Mortgage Serial Bonds \$27,000 on November 15 in each year of the years 1965 to 1971 incl.	\$ 270,000	\$ 189,000	—
6% Sinking Fund Debentures, series "A", maturing January 15, 1985	\$1,000,000	\$1,000,000	—
7% Mortgages maturing on May 27, 1969	\$ 65,000	\$ 65,000	—
7% Mortgage maturing on June 12, 1969	\$ 6,000	\$ 6,000	—
7% Mortgage repayable \$1,102.15 capital and interest, monthly	\$ 88,489.80	\$ 88,489.80	—

* See No. 1 a) to d) inclusive.

1. APPLICATION

COUVRETTE & PROVOST LTÉE (hereinafter called the "Company") hereby makes application for the listing on The Toronto Stock Exchange of 784,200 (Participating) class "A" shares of the par value of \$1.00 each in the capital stock of the Company, of which 685,750 have been issued and are outstanding as fully paid and non-assessable. The remaining 98,450 participating class "A" shares included in this application have been reserved as follows:

- For exercise of share purchase warrants granted by the Company on November 20, 1961, at the price of \$6.00 per old share * (\$1.20 per new share) exercisable at any time up to the close of business immediately preceding November 16, 1966 10,800 shares
- For exercise of the share purchase warrants accompanying the 6½ % First Mortgage Sinking Fund Bonds, dated November 15, 1961 and maturing November 15, 1971, at the following prices: 8,475
 - per old share (\$1.40 per new share) if exercised at any time up to the close of business immediately preceding November 16, 1965.
 - per old share (\$1.60 per new share) if exercised at any time up to the close of business immediately preceding November 16, 1967.
 - per old share (\$2.00 per new share) if exercised at any time up to the close of business immediately preceding November 16, 1969.
 - per old share (\$2.40 per new share) if exercised thereafter up to the close of business immediately preceding November 16, 1971.

- | | |
|--|--------|
| c) For exercise of the share purchase warrants accompanying the 6% Sinking Fund debentures dated January 15, 1965 and maturing January 15, 1985, and entitling the holders to purchase the class "A" shares at the price of \$30. per old share (\$6.00 per new share) if subscribed at any time before the close of business immediately preceding January 15, 1970 | 49,675 |
| d) Employees stock option plan expiring March 31, 1971: | |
| 1. At the price of \$15.50 per old share (\$3.10 per actual new share) (90% of their market value on April 1, 1964) | 24,500 |
| 2. 90% of the market value at the date at which the said options are granted | 5,000 |
| | 98,450 |

* Pursuant to Supplementary Letters Patent dated May 13, 1965, each class "A" share of the par value of \$5.00 each (herein called "old share") has been subdivided and converted into five class "A" shares of the par value of \$1.00 each (herein called "new share").

2. HISTORY

Couvrette & Provost Ltée was incorporated under the Quebec Companies Act by Letters Patent issued on November 14, 1961 in order to acquire the business of Couvrette-Sauriol, Limitée whose name was later changed to Les Entreprises Couvrette Ltée. Couvrette-Sauriol Limitée was incorporated in 1912 to acquire the undertaking of the partnership created in 1901 by Messrs. Eugène Couvrette and Féréol Sauriol and, in September 1961, purchased the assets of Provost & Provost Ltd., a company incorporated in 1958 to acquire the undertaking of a partnership which was doing business in Montreal and in the Metropolitan Region since 1932.

Under an agreement dated November 20, 1961, the Company acquired the undertaking of Les Entreprises Couvrette Ltée including the shares of Provost & Provost (1961) Ltée, the shares of Provost & Provost Packaging Inc. and the shares of Epicerie Presto Ltée.

In 1964, the Company acquired Laviolette & Brosseau Inc. of Montreal, Magasins Régals Stores Inc. of Three-Rivers, the business of H. Dubois & Cie of Montreal and the business of Provisions Dubois of Montreal. Furthermore, the business of Conrad Lajoie Inc. of Shawinigan was acquired through Conrad Lajoie (1964) Ltée, a subsidiary of the Company.

3. NATURE OF BUSINESS

The Company

Couvrette & Provost Ltée (hereinafter called the "Company") is engaged in the wholesale distribution of groceries, dairy products, tobacco, confectionery, toilet and sundry articles in the City of Montreal and within a seventy mile radius of the City as well as in the St. Maurice Valley.

In these two regions the Company serves more than 850 merchants of which more than 300 are voluntarily affiliated under the following names: F. D. L. Métropole, Coronet and Régals.

To the members of these groups, the Company supplies among others, technical merchandising and supervising services, publicity and promotion. Through its subsidiaries, it sells to institutions, restaurants, hotels, industrial canteens. It was the first in Montreal to operate "cash and carry" warehouses, under the name of Epicerie Presto Ltd.

EXPANSION

Since the beginning of 1964, the Company has acquired the following:

- a) Laviolette & Brosseau Inc. of Montreal, whose grocery operations were integrated with those of the Company thereby adding to its clientele 122 groceries the major part doing business as affiliated customers; Laviolette & Brosseau Inc. owns immovable properties rented by the Company and its subsidiaries;
- b) Magasins Régals Stores Inc. of Three-Rivers, serving 48 retailers in the St. Maurice Valley under the name of Régals;
- c) the business of H. Dubois & Cie and of Provisions Dubois, of Montreal, distributors of dairy products;
- d) the business of Conrad Lajoie Inc., wholesale grocer at Shawinigan, P.Q. acquired through a subsidiary, Conrad Lajoie (1964) Inc.

SUBSIDIARIES

PROVOST & PROVOST (1961) LTEE: This subsidiary specializes in the sale of food products to institutions, restaurants, hotels and industrial canteens. This subsidiary experienced considerable progress during the last few years.

EPICERIES PRESTO LTEE: This subsidiary was the first to operate cash and carry warehouses for the merchants of the Montreal area. Five of these warehouses are now in operation: two in Montreal, one in Verdun, one in the City of Jacques-Cartier on the South Shore and the other in St. Jerome. It should be noted that as a result of the extent of its growth one branch already in operation had to move to larger premises on Hochelaga Street.

MAGASINS REGAL STORES INC. (Three-Rivers): Acquired in 1964, this subsidiary supplies a group of 48 affiliated retailers operating in the St. Maurice Valley under the name of Régals which group is experiencing remarkable success.

CONRAD LAJOIE (1964) LTEE: Incorporated on August 28, 1964, this subsidiary is continuing the operations of the business acquired from Conrad Lajoie Inc. and is currently undergoing an expansion program by planning new and larger warehouse facilities.

PRIMES REGAL INC.: Company's latest addition, whose operations commenced in February 1965, renders a valuable service to the Company's clientele and the public in offering an advantageous system of premium stamps.

The Company also owns all the shares of LAVIOLETTE & BROSSEAU INC. For further details on the subsidiary companies, see Item 9. The Company employs 235 employees.

4. INCORPORATION

The Company was incorporated under the Quebec Companies Act by Letters Patent dated November 14, 1961 with an authorized capital of \$1,350,000, divided into 250,000 class "A" shares of the par value of \$5.00 each and 100,000 class "B" shares of the par value of \$1.00 each. By supplementary letters patent dated May 13, 1965, confirming special by-law "A" 1965 as adopted by the Board of Directors on April 12, 1965 and approved by the shareholders on May 11, 1965,

a) the 250,000 class "A" shares of the par value of \$5.00 each were subdivided and converted into 1,250,000 class "A" shares of the par value of \$1.00 each;

b) the 100,000 class "B" shares of the par value of \$1.00 each were subdivided and converted into 500,000 class "B" shares of the par value of \$0.20 each.

5. CLASS "A" SHARES

DATE OF ISSUE	NO. OF SHARES ISSUED	AMOUNT REALIZED PER SHARE	TOTAL AMOUNT REALIZED	PURPOSE OF ISSUE
Nov. , 1961	21,840	\$ 5.00	\$109,200.	Issued to Couvrette-Sauriol Limitée as partial payment of the business acquired.
Dec. 7, 1961	50,000	\$ 5.00 (Sold to the public at \$5.50)	\$250,000.	See prospectus dated December 3, 1961. (Part of the original financing of the Company).
June 2, 1964	1,000 <u>72,840</u>	\$15.00	\$ 15,000.	Exercise of an option granted to Mr. Donatien Laviolette in the agreement whereby the Company acquired from Mr. Laviolette, Laviolette & Brosseau, Inc.

Pursuant to Supplementary Letters Patent dated May 13, 1965, the 72,840 class "A" shares of the par value of \$5.00 each were subdivided and converted into:

364,200 class "A" shares of the par value of \$1.00 each.

July 26, 1965	500	\$ 3.10	\$ 1,550.	Exercise of Employee's stock option.
Various dates	239,200	\$ 1.20	\$287,040.	Exercise of share purchase warrants expiring November 16, 1966. (See 11 (i)).
Various dates	81,525	\$ 1.20 and \$1.40	\$101,825.	Exercise of share purchase warrants expiring November 16, 1971. These rights were accompanying the 6½ % First Mortgage Sinking Fund Bonds issued in 1961.
Various dates	325 <u>685,750</u>	\$ 6.00	\$ 1,950.	Exercise of rights expiring January 15, 1970 and accompanying the \$1,000,000. Debenture issue.

CLASS "B" SHARES

Nov. 17, 1961	72,800	\$ 7.909	\$575,787.69	Issued to Couvrette-Sauriol Limitée as partial payment of the business acquired.
Dec. , 1961	27,200 <u>100,000</u>	\$ 1.00	\$ 27,200.	Original financing of the Company. See prospectus dated December 3, 1961.
(now converted into 500,000 class "B" shares pursuant to said Supplementary Letters Patent).				

6. STOCK PROVISIONS AND VOTING POWERS

Each class "B" share carries one vote at all shareholders' meetings. The class "A" shares and the class "B" shares carry the rights and privileges and are subject to the restrictions and limitations as follows:

a) The holders of class "A" shares shall be entitled to receive, each year, as and when declared by the Board of Directors, out of the moneys of the Company at the time legally available for such purposes, fixed, non cumulative, preferential dividends aggregating eight cents (\$0.08) per share; the Board of Directors shall determine the amount of such dividends and the date of the payment thereof; no dividend shall be declared, or paid, or set aside for payment, in any one year, upon the class "B" shares, unless dividends aggregating eight cents (\$0.08) per share shall have been declared and paid or set apart for payment during such year upon all class "A" shares then outstanding; if during any one year, dividends on the class "A" shares aggregating eight cents (\$0.08) per share shall not have been declared, or shall not have been declared in full, the rights of the holders of class "A" shares to such dividends or to the balance thereof shall be forever extinguished;

b) Whenever in any one year, dividends aggregating two cents (\$0.02) per share shall have been declared and paid or set apart for payment upon the class "B" shares, no further dividend may be declared during such year on the class "B" shares, unless there shall at the same time be declared on each of the class "A" shares a dividend equal to that then declared on each of the class "B" shares and payable at the same time;

c) The Board of Directors may fix in advance a date within the thirty (30) days preceding the date fixed for the payment of dividends on the class "A" shares or class "B" shares and only such shareholders as shall be shareholders of record on that date shall be entitled to receive payment of such dividends, notwithstanding any transfer of class "A" shares or class "B" shares, as the case may be, on the books of the Company after such record date;

d) In the event of liquidation or dissolution of the Company, or other distribution of the assets of the Company among the shareholders (except by way of dividends out of the funds of the Company legally available for such purpose), the holders of class "A" shares shall be entitled to receive first, in priority to class "B" shares, one dollar (\$1) for each of the said class "A" shares held by them; once the aforesaid sum shall have been paid to the holders of class "A" shares and an amount of one dollar (\$1) per share shall have been paid to the holders of class "B" shares, the class "A" shares shall participate with the class "B" shares, in equal amounts, share and share alike, in the available balance of assets of the Company;

e) Except as otherwise expressly provided in this sub-paragraph and in sub-paragraphs f) and g), the holders of class "A" shares shall not as such have any voting rights for the election of directors or for any other purposes, nor shall they be entitled to receive any notice of shareholders' meetings nor to attend the same; however, the holders of class "A" shares shall, as such, be entitled to receive notice of and to attend and vote at shareholders' meetings each time that the aggregate amount of dividends paid upon the class "A" shares during each of two consecutive years shall have been less than eight cents (\$0.08) per share and then the class "A" shares shall carry equal voting rights share for share with the class "B" shares, namely, one vote per share until, during any year, dividends shall have been paid on the class "A" shares aggregating at least eight cents (\$0.08) per share;

f) The Company may not create any class of shares purporting to rank as to capital or dividend prior to or pari passu with the class "A" shares and no additional class "A" shares or class "B" shares may be created unless the by-law authorizing the same be confirmed by at least seventy-five per centum (75%) of the votes cast by the holders of class "A" shares and by at least seventy-five per centum (75%) of the votes cast by the holders of class "B" shares at a special general meeting of shareholders duly called for considering the same;

g) The foregoing provisions shall not be repealed or modified unless such repeal or modification be confirmed by at least seventy-five per centum (75%) of the votes cast by the holders of class "A" shares and at least seventy-five per centum (75%) of the votes cast by the holders of class "B" shares at a special general meeting of shareholders duly called for considering such repeal or modification;

h) The formalities to be observed in respect of the giving of notice of any special general meeting for any of the purposes above mentioned, and the conduct thereof, shall be those from time to time prescribed in the by-laws of the Company in respect of meetings of shareholders.

7. DIVIDEND RECORD

Since its incorporation on November 14, 1961, the Company has paid the following dividends:

On the old basis	For the period ended March 31, 1962 —	
	Class "A" shares — \$0.10 per share, paid on Feb. 15, 1962	\$ 7,286
	Class "B" shares — \$0.02½ per share paid on Feb. 15, 1962	2,500
		<u>\$ 9,786</u>
	For the year ended March 31, 1963 —	
	Class "A" shares — \$0.40 per share, \$0.10 on May 15, Aug. 15, Nov. 15, 1962 and Feb. 15, 1963	\$ 33,643
	Class "B" shares — \$0.10 per share, \$0.02½ on May 15, Aug. 15, Nov. 15, 1962 and Feb. 15, 1963	10,000
		<u>\$ 43,643</u>
	For the year ended March 31, 1964 —	
	Class "A" shares — \$0.50 per share, \$0.10 on May 15 and Aug. 15, 1963 and \$0.15 on Nov. 15, 1963 and Feb. 15, 1964	\$ 49,283
	Class "B" shares — \$0.20 per share, \$0.02½ on May 15 and Aug. 15, 1963 and \$0.07½ on Nov. 15, 1963 and Feb. 15, 1964	20,000
		<u>\$ 69,283</u>
	For the year ended March 31, 1965 —	
	Class "A" shares — \$0.69 per share, \$0.15 on May 15, 1964; regular dividend of \$0.15 plus special dividend of \$0.03 = \$0.18 on Aug. 15, Nov. 15, 1964 and Feb. 15, 1965	\$ 88,978
	Class "B" shares — \$0.39 per share, \$0.07½ on May 15, 1964; regular dividend of \$0.07½ plus special dividend of \$0.03 = \$0.10½ on Aug. 15, Nov. 15, 1964 and Feb. 15, 1965	\$ 39,000
		<u>\$127,978</u>

For the period from April 1, 1965 to September 15, 1965 —

Class "A" shares — regular dividend of \$0.15 plus special dividend of \$0.03 = \$0.18 per share paid on May 15, 1965 on the old basis	\$ 24,615.90
— regular dividend of \$0.03 plus special dividend of \$0.006 = \$0.036 per share paid on Aug. 15, 1965 on the new basis	24,686.10
	<u>\$ 49,302.00</u>
Class "B" shares — regular dividend of \$0.075 plus special dividend of \$0.03 = \$0.105 per share paid on May 15, 1965 on the old basis	\$ 10,499.37
	4.32
— regular dividend of \$0.015 plus special dividend of \$0.006 = \$0.021 per share paid on Aug. 15, 1965 on the new basis	10,499.37
	<u>\$ 21,003.06</u>
	<u>\$ 70,305.06</u>

NOTE: Dividends are paid quarterly on May 15, August 15, November 15 and February 15 of each year.

NOTE: The Company has covenanted in the 6½% First Mortgage Sinking Fund Bonds and in the Debentures Trust Deed that, so long as any of the Bonds or Debentures remain outstanding, it will not make any distribution, whether by way of dividends, redemption of shares, reduction of capital or otherwise, to or for the account of its shareholders, if after giving effect to such distribution, the consolidated working capital of the Company and its subsidiaries is less than \$400,000.

It has also covenanted in the Debentures Trust Deed not to make any such payment or distribution, if after giving effect to such payment or distribution the amount of Consolidated Net Worth is less than the amount of the Consolidated Unsecured Long Term Indebtedness.

8. RECORD OF PROPERTIES

In 1962, the Company moved into a building of 95,000 square feet rented under a long term lease in an area that is strategically located for the distribution of food products in Montreal at the junction of the main traffic arteries: Cremazie Boulevard, l'Acadie, Metropolitain Boulevard and the Laurentian Auto-route on the site of the Marché Central Métropolitain. This building allows the Company to serve its clientele from a modern warehouse with the most up to date equipment. This plant was designed by the most qualified experts in the distribution of food products. All the immovable properties of the Company are hypothecated, mortgaged and pledged under two Trust Deeds as security for the Bonds described on Pages 1 and 6 of this listing application.

In addition, the Company and its subsidiaries are owners of buildings, installations and equipment situated in Montreal, Verdun, St. Jerome, Shawinigan, Jacques-Cartier and Three-Rivers with a combined value at cost of \$2,038,682. amortized at the date of the consolidated balance sheet to \$1,734,223. Reference is made to Pages 1 and 6 of this application for the details of the mortgages on certain properties belonging to the subsidiaries.

9. SUBSIDIARY COMPANIES (WHOLLY OWNED)

Reference is made to paragraph 3 hereof with respect to the nature of business of each subsidiary.

- a) PROVOST & PROVOST (1961) LTEE: Incorporated on October 13, 1961 by letters patent under the Quebec Companies Act, this subsidiary has the following capital stock:
Authorized, issued and paid up: 1,000 common shares of a par value of \$100. each.
- b) EPICERIES PRESTO LTEE: Incorporated on July 10, 1961 by letters patent issued under the Quebec Companies Act, it has the following capitalization:
Authorized: 500 preferred shares, 6% non-cumulative, redeemable at par, of a par value of \$100. each.
500 common shares of a par value of \$100. each.
Issued and Paid Up: 150 common shares of a par value of \$100. each.
- c) MAGASINS REGAL STORES INC.: Incorporated on September 11, 1959 by letters patent issued under the Quebec Companies Act, and acquired by the Company in 1964, it has the following capital stock:
Authorized: 1,000 preferred shares, 7% non-cumulative, redeemable at 101, of a par value of \$100. each.
2,000 common shares of a par value of \$100. each.
Issued and Paid Up: 492 preferred shares, 7% non-cumulative, redeemable, of a par value of \$100. each.
800 common shares of a par value of \$100. each.
- d) CONRAD LAJOIE (1964) LTEE: Incorporated on August 28, 1964 by letters patent issued under the Quebec Companies Act, it has the following capital stock:
Authorized: 40,000 common shares of a par value of \$1.00 each.
Issued and Paid Up: 1,000 common shares.
- e) PRIMES REGAL INC.: Incorporated on June 19, 1956 by letters patent issued under the Quebec Companies Act under the name of PROVOST & PROVOST PACKAGING INC., this subsidiary had its name changed to PRIMES REGAL INC. by supplementary letters patent dated January 18, 1965. It has the following capital stock:
Authorized: 2,000 preferred shares, 6% non-cumulative, redeemable at par, of a par value of \$100. each.
500 common shares of a par value of \$100. each.
Issued and Paid Up: 303 common shares of a par value of \$100. each.

- f) LAVIOLETTE & BROSSEAU INC.: Incorporated under the Quebec Companies Act under the name of LAVIOLETTE-BARIBEAU LIMITEE, by supplementary letters patent dated February 1, 1956, the name was changed to LAVIOLETTE & BROSSEAU INC.
 Acquired by the Company in 1964, it has the following capital stock:
 Authorized: 500 preferred shares, 6% non-cumulative, redeemable at par, of a par value of \$100. each.
 250 common shares of a par value of \$100. each.
 Issued and Paid Up: 300 preferred shares, 6% non-cumulative, redeemable at par, of a par value of \$100. each.
 250 common shares of a par value of \$100. each.

10.

FUNDED DEBT

The Company's Long term debt consists of:

	DESCRIPTION OF ISSUE	AMOUNT AUTHORIZED	PRINCIPAL AMOUNT OUTSTANDING	MATURITY DATES	INTEREST DATES
I	6½% First Mortgage Sinking Fund Bonds	\$ 600,000	\$ 474,500	Nov. 15, 1971	May 15 and Nov. 15
II	6% General Mortgage Serial Bonds	\$ 270,000	\$ 189,000	\$27,000 on Nov. 15 in each of the years 1965 to 1971 inclusive	May 15 and Nov. 15
III	6% Sinking Fund de- bentures series "A"	\$1,000,000	\$1,000,000	Jan. 15, 1985	Jan. 15 and July 15
IV	7% Mortgages matur- ing May 27, 1969		\$ 65,000	May 27, 1969	Nov. 27, May 27
	7% Mortgage pay- able \$1,500 annually		\$ 6,000	June 15, 1969	June 12, Dec. 12
	7% Mortgage repay- able by monthly in- stalments capital and interest of \$1,102.15		\$ 88,489.80		Monthly

11.

OPTIONS

No securities of the Company are covered by options outstanding or proposed to be given by the Company, except as follows: (i) the share purchase warrants granted by the Company on November 20, 1961 and entitling the holders thereof to subscribe to 2,160 class "A" shares in the capital stock of the Company at the price of \$6 exercisable at any time up to the close of business immediately preceding November 16, 1966; (ii) the share purchase warrants accompanying the 6½% First Mortgage Sinking Fund Bonds, dated November 15, 1961 and maturing November 15, 1971, entitling the holders thereof to subscribe to 1,695 class "A" shares in the capital stock of the Company as follows:

- \$ 7 per share if subscribed to at any time up to the close of business immediately preceding November 16, 1965.
- \$ 8 per share if subscribed to thereafter up to the close of business immediately preceding November 16, 1967.
- \$10 per share if subscribed to thereafter up to the close of business immediately preceding November 16, 1969.
- \$12 per share if subscribed to thereafter up to the close of business immediately preceding November 16, 1971.

These share purchase warrants were issued under an Indenture dated November 15, 1961 between the Company and General Trust of Canada. The said Indenture contains provisions designed to protect the rights of the holders of the share purchase warrants in the event of a subdivision or of a consolidation of the class "A" shares or of certain other changes in the capital of the Company. The Company further undertook to give thirty (30) days notice of its intention to effect certain corporate changes; (iii) in virtue of a plan for options, 6,000 class "A" shares reserved for the exercise of options granted by a resolution of the Board of Directors of the Company passed at a meeting held on April 7, 1964 and later amended by another resolution, on June 6, 1964, to full time key employees of the Company. 5,000 of these shares are reserved to the following persons: René Provost 850 class "A" shares, Gérard Carrière 500 class "A" shares, Ernest Provost 500 class "A" shares, Roland Provost 500 class "A" shares, Jacques Couvrette 500 class "A" shares, Aimé Boisvert 500 class "A" shares, Gilles Brunet 500 class "A" shares, Roger Carmel 250 class "A" shares, Yvon Larin 250 class "A" shares, Gérard Miron 250 class "A" shares, Gilles Turcotte 100 class "A" shares, Denis Mercure 100 class "A" shares, Georges Bertelette 100 class "A" shares, Marcel Diotte 100 class "A" shares. These 5,000 class "A" shares shall be freed at the rate of one fifth (1/5) per year at a price of \$15.50 each (being 90% of their market value on April 1, 1964), and apportioned for purchase in whole or in part of the said class "A" shares over a period of seven years from April 1, 1964. The remaining 1,000 class "A" shares shall remain in the treasury of the Company and may be subject to options to be determined at a future date at a price of not less than 90% of the market value at the date at which the said options are granted and shall be issued upon the same basis according to the plan.

Rights on 100 shares have been exercised on this option: (iv) the Series "A" Debentures were accompanied by share purchase warrants entitling their holders to subscribe to 10 class "A" shares in the capital stock of the Company, as presently constituted, for each \$1,000 nominal value of the Series "A" Debentures, at a price of \$30 per share, for a period of five years from the date of the issue. These share purchase warrants were issued under the terms of an Indenture dated as of January 15, 1965, between the Company and General Trust of Canada. The said Indenture contains provisions designed to protect the rights of the holders thereof in the event of a subdivision or of a consolidation of the class "A" shares or of certain other changes in the capital stock of the Company. The Company has further undertaken to give thirty (30) days notice of its intention of effecting certain corporate changes. Share purchase warrants were exercised to the extent of 65 shares.

By supplementary letters patent dated May 13, 1965, confirming special by-law "A" 1965 as adopted by the Board of Directors on April 12, 1965 and approved by the shareholders on May 11, 1965, the above mentioned shares were subdivided and converted on the basis of 5 for 1 and numbers and prices mentioned above were adjusted accordingly.

12. LISTING ON OTHER STOCK EXCHANGES

The class "A" shares of the Company are presently listed on the Canadian Stock Exchange in Montréal, P.Q.

13. STATUS UNDER SECURITIES ACT

Particulars of any filing, registration, approval or qualification with the Quebec Securities Commission are as follows:

A prospectus was distributed to the public through registered brokers with respect to the offering of each of the following securities:

- (a) \$600,000 aggregate principal amount of 6½ % First Mortgage Sinking Fund Bonds dated November 15, 1961;
- (b) \$1,000,000 aggregate principal amount of 6½ Sinking Fund Debentures Series "A" dated January 15, 1965;
- (c) 50,000 class "A" shares of a par value of \$5 each.

Please refer to the letter sent by the Quebec Securities Commission confirming the status of the Company under the Quebec Securities Commission for the above mentioned securities and for the class "A" shares and class "B" shares listed in paragraph 5 hereof and the 6% General Mortgage Serial Bonds mentioned in paragraph 10 hereof that were issued privately.

14. FISCAL YEAR

The fiscal year of the Company ends the last Saturday of March in each year. (March 28, 1964 — March 27, 1965). Quarterly reports are sent to shareholders.

15. ANNUAL MEETINGS

Under the Company's by-laws, the annual general meeting of shareholders shall be held on a date fixed by the Directors within the first 120 days of the fiscal year at the head office of the Company, or at such other place as the Directors may determine.

16. HEAD AND OTHER OFFICES

The head office is located at 611 Marché Central Street, Montreal, Province of Quebec. The Company has no other offices.

17. TRANSFER AGENT

The transfer agents for the class "A" shares of the Company are General Trust of Canada, 84 Notre Dame St. West, Montreal, P.Q. and Guaranty Trust Co. of Canada, 366 Bay Street, Toronto, Ont. The class "A" share certificates issued by the transfer agent in Montreal or by the transfer agent in Toronto are mutually interchangeable.

The Company acts as its own transfer agent for the class "B" shares of its capital stock.

18. TRANSFER FEE

No fee is charged on stock transfers other than the customary Government stock transfer taxes.

19. REGISTRAR

The registrars for the class "A" shares of the Company are General Trust of Canada, 84 Notre Dame St. West, Montreal, P.Q. and Guaranty Trust Co. of Canada, 366 Bay Street, Toronto, Ont.

The Company acts as its own registrar for the class "B" shares of its capital stock.

20. AUDITORS

The auditors of the Company are: Clarkson, Gordon & Co., Chartered Accountants, 500 St. James Street West, Montreal, P.Q.

DIRECTORS AND OFFICERS

The names in full, principal occupation and home address of each of the directors and officers of the Company are as follows:

DIRECTORS

NAME	OCCUPATION	ADDRESS
Marc Masson Bienvenu	Financier	10 Allan Point, Dorval, P.Q.
Gérard Carrière	Executive	6350 - 10th Avenue, Rosemont, P.Q.
Bernard Couvrette, Q.C.	Executive	1326 Mont-Royal Boulevard, Outremont, P.Q.
Jacques Couvrette	Executive	620 McEachran, Outremont, P.Q.
Roland Giroux	Financier	3495 Mountain Street, Apt. 1109, Montreal, P.Q.
Dame Claire Couvrette Hardy	Rentier	158 Ile de France Street, Longueuil, P.Q.
Lionel Leroux	Notary	32 Roskilde Avenue, Outremont, P.Q.
Jacques Melançon	Consultant in financial organization	1057 Mont-Royal Boulevard, Outremont, P.Q.
Ernest Provost	Executive	1, Les Erables, Laval-sur-le-Lac, Laval, P.Q.
René Provost	Executive	35 Linwood Avenue, Town of Mont-Royal, P.Q.
Roland Provost	Executive	10572 Auteuil, Ahuntsic, Montreal, P.Q.
Paul Vaillancourt	Executive	266 Courcellette, Outremont, P.Q.

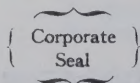
OFFICERS

Bernard Couvrette, Q.C.	President	1326 Mont-Royal Boulevard, Outremont, P.Q.
René Provost	Executive Vice-President and General Manager	35 Linwood Avenue, Town of Mont-Royal, P.Q.
Roland Provost	Vice-President	10572 Auteuil, Ahuntsic, Montreal, P.Q.
Jacques Couvrette	Vice-President	620 McEachran, Outremont, P.Q.
Ernest Provost	Treasurer	1, Les Erables, Laval-sur-le-Lac, Laval, P.Q.
Gérard Carrière	Secretary	6350 - 10th Avenue, Rosemont, P.Q.

CERTIFICATE

Pursuant to a resolution duly passed by its Board of Directors, Couvrette & Provost Ltée hereby applies for listing of the above mentioned securities on The Toronto Stock Exchange, and the undersigned officers thereof hereby certify that the statements and representations made in this application and in the documents submitted in support thereof are true and correct.

COUVRETTE & PROVOST LTEE



"BERNARD COUVRETTE"

"GÉRARD CARRIÈRE"

STATEMENT SHOWING NUMBER OF SHAREHOLDERS

DISTRIBUTION OF CLASS "A" V.P. \$1.00 STOCK AS OF SEPTEMBER 17, 1965

Number	Shares
232 Holders of 1 — 99 share lots	10,470
250 " " 100 — 199 " "	27,920
159 " " 200 — 299 " "	36,260
43 " " 300 — 399 " "	13,770
10 " " 400 — 499 " "	4,050
112 " " 500 — 999 " "	64,295
103 " " 1000 — up " "	528,985
909 Shareholders	Total shares 685,750

FINANCIAL STATEMENTS

COUVRETTE & PROVOST LTEE
(Incorporated under the laws of Quebec)

AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEET

OCTOBER 9, 1965
(with comparative figures as at October 10, 1964)

ASSETS

	1965	1964
CURRENT:		
Cash on hand and in bank	\$ 42,070	\$ 35,708
Accounts receivable	1,363,849	1,134,512
Inventories valued at the lower of cost or net realizable value	2,994,090	2,707,595
Marketable securities — cost which approximates market	30,882	22,000
Deposits and prepaid expenses	104,003	95,634
Total current assets	4,534,894	3,995,449
DEPOSITS IN TRUST:		
For acquisition of fixed assets	46,070	134,128
For redemption of bonds	—	2,355
	46,070	136,483
FIXED:		
Lands, buildings, rolling stock and equipment — cost	2,115,229	1,978,509
Less accumulated depreciation	376,196	284,264
	1,739,033	1,694,245
OTHER:		
Cash surrender value — life insurance	50,353	49,263
Mortgages and notes receivable	281,335	11,500
Investment in a subsidiary not consolidated	34,376	23,997
Government of Canada bonds on deposit for guarantee of lease — cost (market: \$38,921)	37,466	37,466
Unamortized long term debt discount and expenses	136,451	66,749
Unamortized deferred expenses	117,062	16,628
Incorporation — cost	7,394	6,006
	664,437	211,609
EXCESS of cost of acquisition of shares in subsidiaries over book value of assets acquired	564,975	531,745
	<u>\$7,549,409</u>	<u>\$6,569,531</u>

LIABILITIES

	1965	1964
CURRENT:		
Bank loan	\$ 666,000	\$1,190,000
Accounts payable and accrued charges	2,803,992	2,237,087
Note payable	—	235,881
Income and other taxes payable	212,021	171,512
Instalments of long term debt due within one year	97,800	62,000
Dividends payable	35,206	—
Total current liabilities	3,815,019	3,896,480
TAX REDUCTION APPLICABLE TO FUTURE YEARS	49,250	23,000
LONG TERM DEBT:		
6½ % First mortgage sinking fund bonds maturing November 15, 1971	466,500	502,500
6 % General mortgage serial bonds maturing \$27,000 on November 15 in each of the years 1965 to 1971 inclusive	189,000	216,000
6 % Sinking fund debentures, series "A", maturing January 15, 1985	1,000,000	—
7 % Mortgages, varying maturity dates	158,268	179,712
	1,813,768	898,212
Less portion shown in current liabilities	97,800	62,000
	1,715,968	836,212
SHAREHOLDERS' EQUITY:		
Capital stock —		
Authorized:		
1,250,000 participating class "A" shares, with a non-cumulative preferred dividend of \$0.08, par value \$1 each	\$1,250,000	
500,000 class "B" shares, par value \$0.20 each	100,000	
	<u>\$1,350,000</u>	
Issued and outstanding:		
685,750 class "A" shares (646,650 in 1964)	685,750	646,650
500,000 class "B" shares	100,000	100,000
	785,750	746,650
Contributed surplus	530,374	518,114
Earned surplus	653,048	549,075
	1,969,172	1,813,839
	<u>\$7,549,409</u>	<u>\$6,569,531</u>

On behalf of the Board:

"RENE PROVOST", Director.
"GÉRARD CARRIÈRE", Director.

COUVRETTE & PROVOST LTEE
AND ITS SUBSIDIARIES

STATEMENTS OF CONSOLIDATED CONTRIBUTED SURPLUS AND EARNED SURPLUS

FOR THE 28 WEEKS ENDED OCTOBER 9, 1965
(with comparative figures for the period ended October 10, 1964)

CONTRIBUTED SURPLUS

	1965	1964
Balance at the beginning of the period	\$ 527,009	\$ 499,752
Premium on issue of capital stock	3,365	18,362
Balance at the end of the period	<u>\$ 530,374</u>	<u>\$ 518,114</u>

EARNED SURPLUS

Balance at the beginning of the period	\$ 529,875	\$ 464,515
Amount transferred from statement of profit and loss	165,622	143,747
	<u>695,497</u>	<u>608,262</u>
Less dividends:		
Declared and paid during the period	7,244	59,187
Declared and payable during the period	35,205	—
	<u>42,449</u>	<u>59,187</u>
Balance at the end of the period	<u>\$ 653,048</u>	<u>\$ 549,075</u>

COUVRETTE & PROVOST LTEE
AND ITS SUBSIDIARIES

STATEMENT OF CONSOLIDATED PROFIT AND LOSS

FOR THE 28 WEEKS ENDED OCTOBER 9, 1965
(with comparative figures for the period ended October 10, 1964)

	1965	1964
Net sales	\$26,901,523	\$20,848,971
Cost of sales, operating and administrative expenses (including directors' fees \$3,231, officers remuneration \$59,217)	26,422,457	20,497,047
Operating profit before financial charges and depreciation	479,066	351,924
Interest on long term debt and amortization of discount and expenses ..	61,983	29,678
Depreciation	78,061	60,499
	<u>140,044</u>	<u>90,177</u>
Profit before income taxes	339,022	261,747
Income taxes	173,400	118,000
Net profit for the period	165,622	143,747
Amount transferred to earned surplus	<u>\$ 165,622</u>	<u>\$ 143,747</u>

COUVRETTE & PROVOST LTEE AND ITS SUBSIDIARIES
STATEMENT OF CONSOLIDATED EARNINGS
FOR THE PERIOD FROM AUGUST 1, 1961 TO OCTOBER 9, 1965

Period ended	Sales	Profit before interest, depreciation and income taxes	Interest on long term debt (Note 3)	Interest on bank loan	Profit before depreciation and income taxes	Depreciation	Profit before income taxes	Provision for income taxes (Note 5)	Net profit
March 31, 1962 (Note 1)	\$11,675,311	\$125,314	\$19,888	\$ 9,166	\$ 96,260	\$ 21,872	\$ 74,388	\$ 34,600	\$ 39,788
March 31, 1963	21,197,067	309,925	64,725	9,139	236,061	55,418	180,643	76,550	104,093
March 28, 1964	24,914,732	542,562	55,931	8,290	478,341	96,436	381,905	178,650	203,255
March 27, 1965 (Note 2)	42,711,557	741,972	74,259	61,463	606,250	136,002	470,248	213,850	256,398
October 9, 1965 (Note 6) (28 weeks)	26,901,523	488,741	61,983	9,675	417,083	78,061	339,022	173,400	165,622

NOTES:

1. The Company was incorporated on November 14, 1961 for the purpose of acquiring the business previously carried on by Couvrette-Sauriol, Limitée, Provost & Provost Ltd., and the shares of Provost & Provost Packaging Inc. The business of Couvrette-Sauriol, Limitée was acquired on the basis of its financial position as at July 31, 1961 while the business of Provost & Provost Ltd., and the shares of Provost Packaging Inc. were acquired respectively on September 21, 1961 and October 16, 1961; earnings since these dates are included in the above statement.

2. After March 28, 1964, the Company, directly or through its subsidiaries, acquired the following businesses, the earnings of which are included in the period ended March 27, 1965, from their effective dates of acquisition, namely:

Laviolette & Brosseau Inc.	April 13, 1964
Magasins Regal Stores Inc.	May 4, 1964
Conrad Lajoie Inc.	August 29, 1964
H. Dubois & Cie and Provisions Dubois	June 1, 1964

3. Interest on long term debt includes amortization of bond discount and expenses.

4. The following net profit on sales of fixed assets are not reflected in the above statement:

Period ended March 31, 1963	\$176,115
Period ended March 28, 1964	10,547

5. The Company and its subsidiaries have paid or provided for the payment of all income taxes exigible but have not yet been finally assessed.

6. The results shown after 28 weeks were unaudited.

